

For Six Month Period Ending MAR 31 2002
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant (b) Registration No. 5414
GoodWorks International, LLC
(c) Business Address(es) of Registrant
303 Peachtree Street, Suite 4420, Atlanta GA 30308

2. Has there been a change in the information previously furnished in connection with the following:

- (a) If an individual:
- | | | |
|-----------------------|------------------------------|--|
| (1) Residence address | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) Citizenship | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) Occupation | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
- (b) If an organization:
- | | | |
|--------------------------|------------------------------|--|
| (1) Name | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) Ownership or control | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) Branch offices | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
- (c) Explain fully all changes, if any, indicated in items (a) and (b) above.

IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, AND 5(a).

3. If you have previously filed Exhibit C¹, state whether any changes therein have occurred during this 6 month reporting period.
Yes ☐ No ☒

If yes, have you filed an amendment to the Exhibit C? Yes ☐ No ☐

If no, please attach the required amendment.

¹ The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by laws of a registrant that is an organization. (a waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

4. (a) Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name	Position	Date Connection Ended
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- (b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
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5. (a) Has any person named in item 4(b) rendered services directly in furtherance of the interests of any foreign principal? Yes ☐ No ☐

If yes, identify each such person and describe his service.

- (b) Have any employee or individuals, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting? Yes ☐ No ☒

If yes, furnish the following information:

Name	Position or connection	Date terminated
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- (c) During this six month reporting period, has the registrant hired as employees or in any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial, or in a related or similar capacity? Yes ☒ No ☐

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
Gloria Gbalekuma	8151 Needwood Rd Apt. 104, Dearwood Maryland, 20855	Nigerian	Dir., Gov't Rel's	4-1-02
Sika Awoonor	220 Renaissance Pkwy, #2323, Atlanta, GA 30308	U.S.		6/24/02 (New to Project)

6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(c) of the supplemental statement? Yes ☐ No ☒ Attached

If no, list names of persons who have not filed the required statement.

II - FOREIGN PRINCIPAL

7. Has your connection with any foreign principal ended during this 6 month reporting period?

Yes ☐No ☒ X

If yes, furnish the following information:

Name of foreign principal

Date of termination

8. Have you acquired any new foreign principal² during this 6 month reporting period?

Yes ☐No ☒ X

If yes, furnish following information:

Name and address of foreign principal

Date acquired

9. In addition to those named in Items 7 and 8, if any, list foreign principals² whom you continued to represent during the 6 month reporting period.

Federal Republic of Nigeria
Republic of Angola

10. **EXHIBITS A AND B**

(a) Have you filed for each of the newly acquired foreign principals in Item 8 the following:

Exhibit A³ Yes ☒ X No ☐

Exhibit B⁴ Yes ☒ X No ☐

If no, please attach the required exhibit.

(b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes ☐ No ☒ X

If yes, have you filed an amendment to these exhibits? Yes ☐ No ☐

If no, please attach the required amendment.

² The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a) (9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

³ The Exhibit A, which is filed on form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

⁴ The Exhibit B, which is filed on Form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

III - ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8, and 9 of this statement? Yes ☒ X No ☐

If yes, identify each such foreign principal and describe in full detail your activities and services:

See Attached - Annex I & II

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity⁵ as defined below? Yes ☒ X No ☐

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places, of delivery, names of speakers and subject matter.

See Attached - Annex I & II

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No ☒ X

If yes, describe fully.

⁵ The term "political activities" means any activity that the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government, foreign country or a foreign political party.

IV - FINANCIAL INFORMATION

14. (a) RECEIPTS-MONIES

During this 6 month reporting period, have you received from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise? Yes ☒ No ☐

If no, explain why.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies⁶

Date	From Whom	Purpose	Amount
3/25/02	Government of Angola	3 Quarterly Payments of Compensation.	\$375K
12/19/01	Government of Nigeria	5 Monthly Pmts of Compensation.	\$300K
			\$675,000
		Total	

(b) RECEIPTS - FUND RAISING CAMPAIGN

During this 6 month reporting period, have you received, as part of a fund raising campaign⁷, any money on behalf of any foreign principal named in items 7, 8, and 9 of this statement? Yes ☐ No ☒

If yes, have you filed an Exhibit D to your registration? Yes ☐ No ☐

If yes, indicate the date the Exhibit D was filed. Date _____.

(c) RECEIPTS-THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value⁹ other than money from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal?

Yes ☐ No ☒

If yes, furnish the following information:

Name of foreign principal	Date received	Description of thing of value	Purpose
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^{6, 7} A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. (See Rule 201(e))

⁸ An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fund raising campaign and transmitted for a foreign principal.

⁹ Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

15. (a) **DISBURSEMENTS-MONIES**

During this 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign named in Items 7, 8, and 9 of this statement? Yes ☒ No ☐(2) transmitted monies to any such foreign principal? Yes ☐ No ☒

If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
11/01-4/02	Nigeria	Business Promotion and Meeting	\$28,000
11/01-4/02	Angola	Business Promotion and Meeting	\$ 6,000

\$34,000

Total

(b) DISBURSEMENTS-THINGS OF VALUE

During this 6 month reporting period, have you disposed of anything of value¹⁰ other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8, and 9 of this statement?

Yes ☐No ☒ ☒

If yes, furnish the following information:

Date disposed	Name of person to whom given	On behalf of what foreign principal	Description of thing of value	Purpose
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(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value¹¹ in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes ☐No ☒ ☒

If yes, furnish the following information:

Date	Amount or thing of value	Name of political organization	Name of candidate
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^{10, 11} Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks" and the like.

V - INFORMATIONAL MATERIALS

16. During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials¹²?
 Yes ☐ No ☒

IF YES, RESPOND TO THE REMAINING ITEMS IN SECTION V.

17. Identify each such foreign principal.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes ☐ No ☐

If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:

- | | | | |
|---|---|--|---|
| <input type="checkbox"/> Radio or TV broadcasts | <input type="checkbox"/> Magazine or newspaper articles | <input type="checkbox"/> Motion picture films | <input type="checkbox"/> Letters or telegrams |
| <input type="checkbox"/> Advertising campaigns | <input type="checkbox"/> Press releases | <input type="checkbox"/> Pamphlets or other publications | <input type="checkbox"/> Lectures or speeches |
| <input type="checkbox"/> Other (specify) _____ | | | |

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

- | | | |
|--|---|---|
| <input type="checkbox"/> Public Officials | <input type="checkbox"/> Newspapers | <input type="checkbox"/> Libraries |
| <input type="checkbox"/> Legislators | <input type="checkbox"/> Editors | <input type="checkbox"/> Educational institutions |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Civic groups or associations | <input type="checkbox"/> Nationality groups |
| <input type="checkbox"/> Other (specify) _____ | | |

21. What language was used in the informational materials:

- ☐ English ☐ Other (specify) _____

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each item of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes ☐ No ☐

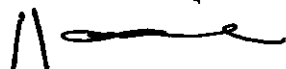
23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act? Yes ☐ No ☐

¹² The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI-EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Type or print name under each signature¹³)Carl Masters

¹³ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

Annex I
Report to the US Department of Justice November 2001 – March 2002
Report By GoodWorks International, LLC – Registration Number: 5414

Political Activities:

Within the context of political activities in the U.S. on behalf of Nigeria, GoodWorks International, LLC did the following:

Held separate meetings with Senators Feingold, Sam Brownback, Gorden Smith, Tom Harkin and Representative Jeff Flake within the context of GoodWorks' advocacy for Angola and Nigeria.

Arranged and held several in-person meetings and telephone conversations with the U.S. President, the Secretary of State, the National Security Advisor, the U.S. Under Secretary of State for African Affairs and other Special Advisors to the President, to discuss Nigeria's strategic importance to the U.S.

Meetings arranged for President Obasanjo 's visit to the US (in January 2002) through contacts with the office of the Special Advisor to the President for National Security.

Visit with the Defense Secretary to arrange U.S assistance for the clean up of the bomb explosion in Lagos.

Made contacts with the office of Congresswoman Maxine Waters to arrange for a meeting between the Congressional Black Caucus and President Jose Eduardo dos Santos.

Attended the meeting between members of the Congressional Black Caucus and President Jose Eduardo dos Santos on February 27, 2002.

Arranged meetings with members of the Congressional Black Caucus to articulate and gather support for Nigeria's strategic importance to the U.S.

Held several discussions with ranking member for the Banking Committee as part of the campaign to return all stolen monies from Nigeria's state coffers by previous leaders, and also to gain support for debt relief for Nigeria.

Made contacts with the Special Advisor to the President requesting that President Bush speak at the Sullivan Summit dinner where President Olusegun Obasanjo will be the keynote speaker.

Annex II
Report to the US Department of Justice November 2001-March 2002
By GoodWorks International, LLC – Registration # 5414

Business Promotion Activities

With respect to the promotion of business and investments between U.S. companies and Nigeria, GoodWorks International did the following:

Arranged and held two prominent business promotion meetings – a dinner in New York City at the Waldorf Astoria and a luncheon at the Atlanta downtown Ritz Carlton Hotel. At both events, leaders from the U.S. business and financial communities were invited to meet the President of Nigeria with whom they exchanged views on business opportunities in Nigeria.

Held several discussions with the U.S. Trade Representative's Office, which led to Nigeria becoming signatory to the TIFA trade agreements with the U.S.

Arranged meetings with the executives of Bell South, Myrant, Halliburton and Terra Foods to promote targeted investments in Nigeria, specifically within the energy and agriculture sectors.